



COMMONWEALTH of VIRGINIA
Office of the Attorney General

Kenneth T. Cuccinelli II
Attorney General

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Richmond, Virginia 23219
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7-1-1

May 15, 2013

Anthony F. Troy, Esq.
Eckert Seamans
Eighth and Main Building
707 East Main Street, Suite 1450
Richmond, VA 23219

**RE: Appointment as Special Counsel to Governor Robert F. McDonnell and the
Office of Governor Robert F. McDonnell
(SCA No. 2012-54)**

Dear Mr. Troy:

On behalf of Virginia Attorney General Kenneth Cuccinelli, II, it is my pleasure to appoint you and your firm to serve as special counsel to the Office of the Governor. This appointment is pursuant to the Attorney General's grant of authority in § 2.2-507 of the Code of Virginia.

This appointment will commence as of April 26, 2013, provided your acceptance is received by this Office within ten days and will continue through its completion, subject to the right of the Office of the Attorney General to terminate the appointment at any time, with or without cause. This Office reserves the right to assign or appoint other counsel on an as-needed basis.

Scope of Services

Due to the practical conflict previously noted by this Office in the case of *Commonwealth v. Todd Schneider*, Richmond City Circuit Court, Case Nos. CR13F011960-00, CR13F011961-00,

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CR13F011962-00, and CR13F011963-00, you and your firm are appointed to serve as special counsel to represent Governor Robert F. McDonnell and the Office of Governor Robert F. McDonnell for matters related to, or arising from, this case and any other related matters.

Billing

You have agreed to provide such services at the hourly rate of \$250. The approved timekeepers for this appointment are Anthony F. Troy, Matthew B. Kirsner, Richard L. Savage, III, Charles A. Zdebski, and David W. Clarke.

Any change in these rates and/or addition of timekeepers will require prior written approval by the Office of Governor Robert F. McDonnell. Please be advised that these are the only attorneys/timekeepers approved to bill under this appointment. No timekeeper may be added, changed or substituted under this appointment except by advance, express, written consent of the Office of Governor Robert F. McDonnell. Requests for timekeepers not listed in this appointment letter and/or in the original proposal (including résumés), must be submitted to and approved by the Office of Governor Robert F. McDonnell in advance. Billings for unauthorized timekeepers will not be approved or paid.

Work will be billed in 1/10 of an hour increments. No separate charge may be made for clerical or administrative tasks; this includes, but is not limited to: file set-ups, scheduling appointments, arranging for deliveries, ordering photocopies and making travel arrangements. Regarding expenses, there will be no charge for routine facsimile transmissions, photocopies, postage, shipping, couriers, long-distance phone charges, legal research or other incidental office expenses unless such expenses are pre-approved in writing. Such expenses are included in your rate for professional services. You will be reimbursed only for your direct and actual costs for other customary out-of-pocket expenses without markup, subject to acceptable documentation, including expert witness fees, court fees, filing fees and other extraordinary expenses. All expenses claimed for reimbursement must be supported by well-organized back-up documentation, such as outside vendor invoices or statements.

Should travel be necessary, only travel time and expenses for travel beyond a fifty (50) mile round trip may be billed. Time during travel will be billed at fifty percent (50%) of the timekeeper's authorized hourly rate and must be noted separately on the invoice as travel time. Travel expenses will be calculated and billed pursuant to the current Virginia travel guidelines and at the authorized Virginia rates, and will be reimbursed if itemized with receipts or appropriate documentation, in accordance with guidelines posted for special counsel on the Office of the Attorney General website at www.oag.state.va.us or www.vaag.com (click on "About the Office" and go to the "Special Outside Counsel" link). The state rates for hotel and *per diem* vary by location. Only one timekeeper may bill for time spent by multiple timekeepers at conferences, meetings, court appearances, and the like.

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Detailed statements should be provided that will permit thorough monitoring of legal services. The billing statement for each matter must contain a detailed description of the work performed on a daily basis, identifying all personnel involved (name, position and hourly rate), the amount of time expended on each service and the authorized charges associated with the work performed. Billing statements should include an itemization of all costs and include copies of invoices for travel and other authorized out-of-pocket expenses (if applicable).

Your billing statement should be mailed directly to J. Jasen Eige at the address below. Mr. Eige or his designee will carefully review all billings on an ongoing basis. Payment of statements will be the sole responsibility of the Office of the Governor and shall not be an obligation of this Office or its staff. Your billing must detail the nature of the service provided. Your billing must also reference **SCA 2012-54** for timely processing.

Conflicts; Confidentiality

The State and Local Government Conflict of Interests Act (Va. Code § 2.2-3100 *et seq.*) and the General Assembly Conflict of Interests Act (Va. Code § 30-100 *et seq.*) apply to this representation. With this in mind, please canvass your firm for anyone who is an “employee,” “officer” or “legislator” as defined in those Acts. This includes anyone appointed, even in an unpaid capacity, to a board or commission. Please contact me by letter if anyone in your firm meets these criteria.

By accepting the responsibility of serving as outside counsel in this matter, you and your firm agree not to represent parties in the same or substantially related matter in which the interests of those parties are materially adverse to the Office of the Governor, the Office of the Attorney General, or their respective employees without first receiving a waiver from the Office of Governor Robert F. McDonnell. Please call me if you have any questions concerning conflicts.

If this letter is in accordance with your firm’s understanding of the terms of this engagement, *please sign the signature/acceptance page and return it to me.*

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I welcome you to the group of distinguished and highly competent attorneys representing the interests of the Commonwealth. Thank you for your service on behalf of the Commonwealth.

With kind regards, I am

Very truly yours,

A handwritten signature in blue ink, appearing to read 'EP' or 'E. Porter', with a stylized flourish at the end.

Ellen Porter
Assistant Attorney General

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PLEASE SIGN AND RETURN THIS PAGE TO:

*Ellen Porter
Assistant Attorney General
Office of the Attorney General
900 East Main Street
Richmond, Virginia 23219*

ECKERT SEAMANS

BY: _____
Anthony F. Troy, Esq.

DATE: _____

cc: J. Jasen Eige, Esq.
Counselor and Senior Policy Advisor to the Governor
Patrick Henry Building
1111 East Broad Street
Richmond, Virginia 23219